

Approved by the decision of the Extraordinary General Meeting of  
Shareholders of Kcell JSC (Minutes #5 of 3 February 2015)

**AMENDMENT TO CHARTER OF  
KCELL JOINT STOCK COMPANY**

Almaty 2015

**1. The first sentence of paragraph 35 of the Charter shall be amended to read as follows:**

"The Board of Directors shall consist of no more than seven (7) members".

**Paragraph 35 of the Charter as amended:**

"35. The Board of Directors shall consist of no more than seven (7) members. No less than thirty per cent (30%) of the members of the Board shall be independent directors. Only individuals may be members of the Board. Other requirements to a member of the Board shall be determined in accordance with the legislation of Kazakhstan and / or relevant decision of the General Meeting (if applicable).

Quorum for the meeting of the Board shall be no less than half of the total number of the members of the Board. Decision on any matter within the competence of the Board shall be made by simple majority of those members present at the meeting of the Board. Each member of the Board shall have one (1) vote".

Chief Executive Officer \_\_\_\_\_ Arti Ots